

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re )  
 ) Chapter 11  
 )  
DELPHI CORPORATION, et al., ) Case No. 05-44481 (RDD)  
 )  
Debtors. ) (Jointly Administered)  
 )  
-----

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL


STATE OF NEW YORK )  
 ) ss:  
COUNTY OF ERIE )

I, Michael B. Berger, being duly sworn, deposes and says:

1. I am a principal of Berger & Berger which firm maintains offices at 555 International Drive, Suite 800, Buffalo, NY, 14221.
2. Neither I, Michael B. Berger, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Berger & Berger has represented and advised the Debtors in possession with respect to a broad range of aspects of the Debtors' business.
4. The Debtors have requested, and Berger & Berger has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Berger & Berger proposes, to render the following services to the Debtors: representation in processing immigration petitions for employees of the Debtors in possession.
5. Berger & Berger's current fees arrangement is a flat fee for each case being handled.
6. Except as set forth herein, no promises have been received by Berger & Berger or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Berger & Berger has no agreement with any entity to share with such entity any compensation received by Debtors.
8. Berger & Berger and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Berger & Berger does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, Michael B. Berger, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Berger & Berger is to be engaged.
10. The foregoing constitutes the statement of Berger & Berger pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
\_\_\_\_\_  
Michael B. Berger

Subscribed and sworn before me this  
16<sup>th</sup> day of December, 2005. x

  
\_\_\_\_\_  
Notary Public

Cortney M. Price  
Notary Public - State of New York  
No. 01PR6084633  
Qualified in Erie County  
My Commission Expires Dec. 9, 2008

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	)	
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	CERTIFICATE OF SERVICE
	)	
Debtors.	)	
	)	

MICHAEL B. BERGER, hereby affirms under penalty of perjury that:

1.) On December 19, 2005, I served a copy of the Affidavit of Legal Ordinary Course Professional, by depositing same in a post-paid envelope, in a United States Post Office box, upon General Counsel, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098; John Wm. Butler, Jr., Esq., Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606; Alicia M. Leonhard, Esq., U.S. Trustee, 33 Whitehall Street, Suite 2100, New York, NY 10044; Mark A. Broude, Esq., Latham & Watkins, 885 Third Avenue, New York, NY 10022; Marissa Wesley, Esq., Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017; and Marlane Melican, Esq., Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017.

  
\_\_\_\_\_  
Michael B. Berger